

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 11☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

|  |   |   |
|--|---|---|
| 1. Debtor's name   | <u>EF Investment Holdings, Inc.</u>   |   |
| <hr/>  |   |   |
| 2. All other names debtor used in the last 8 years<br><small>Include any assumed names, trade names and <i>doing business as</i> names</small> |   |   |
| <hr/>  |   |   |
| 3. Debtor's federal Employer Identification Number (EIN)   | <u>20-5188084</u>   |   |
| <hr/>  |   |   |
| 4. Debtor's address  | Principal place of business   | Mailing address, if different from principal place of business              |
|  | <u>220 Continuum Drive</u>  |   |
|  | <u>Fletcher, NC 28732</u>   |   |
|  | <small>Number, Street, City, State &amp; ZIP Code</small>   | <small>P.O. Box, Number, Street, City, State &amp; ZIP Code</small>         |
|  | <u>Henderson</u>  | Location of principal assets, if different from principal place of business |
|  | <small>County</small>   |   |
|  |   | <small>Number, Street, City, State &amp; ZIP Code</small>                   |
| <hr/>  |   |   |
| 5. Debtor's website (URL)  | <u>www.earthfare.com</u>  |   |
| <hr/>  |   |   |
| 6. Type of debtor  | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))<br><input type="checkbox"/> Partnership (excluding LLP)<br><input type="checkbox"/> Other. Specify: _____ |   |
| <hr/>  |   |   |

Debtor **EF Investment Holdings, Inc.**  
Name

Case number (if known)

**7. Describe debtor's business** A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

## B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

## C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**4451****8. Under which chapter of the Bankruptcy Code is the debtor filing?**

## Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

|          |       |      |       |             |       |
|----------|-------|------|-------|-------------|-------|
| District | _____ | When | _____ | Case number | _____ |
| District | _____ | When | _____ | Case number | _____ |

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

|          |                         |              |                   |                       |       |
|----------|-------------------------|--------------|-------------------|-----------------------|-------|
| Debtor   | <u>Earth Fare, Inc.</u> | Relationship | _____             | Affiliate             | _____ |
| District | <u>Delaware</u>         | When         | <u>02/04/2020</u> | Case number, if known | _____ |

Debtor **EF Investment Holdings, Inc.**  
Name

Case number (if known)

**11. Why is the case filed in this district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other \_\_\_\_\_

**Where is the property?**

Number, Street, City, State &amp; ZIP Code \_\_\_\_\_

**Is the property insured?**

- ☐ No

- ☐ Yes.

Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.


**14. Estimated number of creditors**☐ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☒ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **EF Investment Holdings, Inc.**  
Name

Case number (if known) \_\_\_\_\_

**Request for Relief, Declaration, and Signatures****WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

☐ have been authorized to file this petition on behalf of the debtor.☐ have examined the information in this petition and have a reasonable belief that the information is true and correct.☐ declare under penalty of perjury that the foregoing is true and correct.Executed on 02/04/2020  
MM / DD / YYYYX   
Signature of authorized representative of debtor**Charles Goad**  
Printed nameTitle **Chief Restructuring Officer****18. Signature of attorney**X   
Signature of attorney for debtorDate 02/04/2020  
MM / DD / YYYY**M. Blake Cleary**  
Printed name**Young Conaway Stargatt & Taylor, LLP**  
Firm name**1000 N. King Street, Wilmington, Delaware 19801**  
Number, Street, City, State & ZIP CodeContact phone **(302) 571-6600**Email address **mbcleary@ycst.com****3614 (Delaware)**  
Bar number and State

**EF INVESTMENT HOLDINGS, INC.  
OFFICER'S CERTIFICATE**

February 3, 2020

I, Frank Scorpiniti, hereby certify that I am the duly appointed, qualified and acting President of EF Investment Holdings, Inc., a Delaware corporation (the "Company") and that, in such capacity, I am authorized to execute and deliver this certificate. I do hereby further certify as follows:

The resolutions attached hereto as Exhibit A were duly adopted at a meeting (duly convened where a quorum of directors was present) of the Board of Directors of the Company held on February 3, 2020, and such resolutions have not been amended or revoked, and are now in full force and effect.

IN WITNESS WHEREOF, I have duly executed this certificate as of the first date written above.

/s/ Frank Scorpiniti  
Frank Scorpiniti, President

Exhibit A

Resolutions

**I. CHAPTER 11 FILING**

**WHEREAS**, on November 5, 2019, the Board established a committee (the “Restructuring Committee”) to, among other things, explore and evaluate the Company’s potential strategic alternatives, including the Company’s restructuring, reorganization, or sale, and to make recommendations to the Board regarding such matters;

**WHEREAS**, the Restructuring Committee has recommended that the Company seek to restructure by seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and

**WHEREAS**, the Board has received, reviewed, and considered the recommendations of the Restructuring Committee, the senior management of the Company, and the Company’s legal and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of the Bankruptcy Code.

**NOW, THEREFORE, BE IT RESOLVED**, that, based on factors and information deemed relevant to the Board, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition (the “Petition”) be filed pursuant to chapter 11 of the Bankruptcy Code on behalf of the Company;

**FURTHER RESOLVED**, that the filing of a voluntary petition on behalf of Company be, and the same hereby is, approved and adopted in all respects and that any officer of the Company, including Charles Goad of FTI Consulting, Inc. (“FTI”), the Company’s Chief Restructuring Officer (each, an “Officer” and collectively, the “Officers”) be, and each hereby is, authorized and empowered on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) at such time as such Officer may determine;

**FURTHER RESOLVED**, that the Officers be, and each hereby is, authorized to (a) execute and file the Petition, schedules of assets and liabilities, statements of financial affairs, lists and other papers to take any and all related actions that such Officers may deem necessary or proper in connection with such chapter 11 case; (b) execute, acknowledge, deliver and verify any and all documents necessary or proper in connection with the Petition and to administer the Company’s chapter 11 case in such form or forms as such Officer may deem necessary or proper and in order to effectuate the foregoing resolutions; and (c) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, brokers or other experts as such Officers deem necessary or proper to accomplish the purposes of the resolutions;

**II. RETENTION OF PROFESSIONALS**

**FURTHER RESOLVED**, that the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) shall be, and it hereby is, authorized, empowered, and directed to represent

the Company, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against the Company under the Bankruptcy Code, and to (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and to cause the Petition to be filed with the Bankruptcy Court and make or cause to be made, prior to execution thereof, any modifications to the Petition or any ancillary document as any Officer deems necessary, desirable, or appropriate to carry out the intent and accomplish the purpose of these resolutions; (b) execute, acknowledge, deliver, verify, and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or proper in connection with the foregoing; and (c) execute, acknowledge, deliver, and verify any and all other documents necessary or proper in connection therewith and to administer the Company's chapter 11 case in form or forms as any Officer may deem necessary or proper and in order to effectuate the purpose of the intent of the foregoing resolutions;

**FURTHER RESOLVED**, that FTI be, and it hereby is, authorized, empowered, and directed to represent the Company to provide financial and restructuring advisory services in connection with any case commenced by the Company under the Bankruptcy Code;

**FURTHER RESOLVED**, that Malfitano Advisors, LLC ("Malfitano") as be, and it hereby is, authorized, empowered, and directed to represent the Company to provide asset disposition advisory services in connection with any case commenced by the Company under the Bankruptcy Code;

**FURTHER RESOLVED**, that Epiq Corporate Restructuring, LLC ("Epiq" and, collectively with Young Conaway, FTI, and Malfitano, the "Advisors") be, and it hereby is, authorized, empowered, and directed to represent the Company as its notice, claims, solicitation, and balloting agent in connection with any case commenced by the Company under the Bankruptcy Code;

**FURTHER RESOLVED**, that the Advisors are hereby authorized to take any and all actions necessary or desirable to advise the Company of its rights and obligations and facilitate the commencement of any case commenced by the Company under the Bankruptcy Code, and in connection therewith, the Officers be, and each hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of the Advisors;

### **III. USE OF CASH COLLATERAL**

**FURTHER RESOLVED**, that in connection with the commencement of the chapter 11 case by the Company, the Officers shall be, and each hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Company's chapter 11 case, which agreements may require the Company to acknowledge the debt and liens of existing loans, grant liens and pay interest to the Company's existing lender(s); and in connection therewith, any Officer of the Company is hereby authorized and directed to execute appropriate agreements and related ancillary documents;

#### IV. SALE

**FURTHER RESOLVED**, that the Officers be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to conduct “going out of business sales” (each, a “GOB Sale”), in connection with the bankruptcy case; and, in connection therewith, that the Officers be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute such documents that are necessary or advisable to effectuate the aforementioned sale;

**FURTHER RESOLVED**, that the Officers be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to (i) enter into negotiation with any interested parties regarding a purchase of any or all of the assets of the Company not subject to the GOB Sale (of any kind) (a “Non-GOB Sale”); (ii) execute and deliver an agreement providing for such Non-GOB Sale (the “Sale Agreement”); (iii) enter into such additional agreements, consents, certificates, amendments, and instruments as may be necessary to obtain approval for and effect the transactions contemplated thereby; (iv) if the Officers deem it necessary or appropriate, seek approval from the Bankruptcy Court for authority under the Bankruptcy Code and any other relevant or applicable federal, state, local or non-U.S. law to sell such assets in a Non-GOB Sale; (v) organize and manage a sales process for such assets that is determined, in the Officers’ reasonable judgment, in consultation with the Company’s Advisors, which may take the form of an auction or any other process, which may include the identification of a stalking horse bidder; and;

#### V. GENERAL

**FURTHER RESOLVED**, that the Officers shall be, and each hereby is, authorized, directed and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, deliver and perform all such actions and to execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as such Officer may deem necessary or proper to facilitate the transactions contemplated by these resolutions; and

**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken prior to the date hereof by any Officer of the Company or any professionals engaged by the Company with respect to any transactions contemplated by the foregoing resolutions, or otherwise in preparation for or in connection with the Company’s chapter 11 case or any proceedings related thereto, or any matter related thereto, be and hereby are, adopted, approved, ratified and confirmed in all respects as the acts and deeds of the Company as if such acts and deeds took place after the date of these resolutions.



**Fill in this information to identify the case:**Debtor name EF Investment Holdings, Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Consolidated Corporate Ownership Statement and Equity List**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 2/4/2020**X** /s/ Charles Goad

Signature of individual signing on behalf of debtor

Charles Goad

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

EARTH FARE, INC., *et al.*,<sup>1</sup>

Debtors.

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)  
)  
)  
)  
)  
)

Chapter 11

Case No. 20-\_\_\_\_\_ ( )

(Joint Administration Requested)

**DEBTORS' CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS**

Earth Fare, Inc. (“**Earth Fare**”) and EF Investment Holdings, Inc. (each a “**Debtor**” and, collectively, the “**Debtors**”) have filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”). The following is the consolidated list of the Debtors’ creditors holding the thirty (30) largest unsecured claims (the “**List**”) based on the Debtors’ books and records as of approximately February 3, 2020. The List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The List does not include (a) persons who come within the definition of “insider” set forth in section 101(31) of the Bankruptcy Code or (b) secured creditors. The information contained herein shall neither constitute an admission of liability by nor bind the Debtors or their estates. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the rights of the Debtors or either estates to contest the validity, priority, or amount of any claim.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

**Fill in this information to identify the case:**

Debtor name **Earth Fare, Inc., et al.**  
 United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an  
 amended filing

**Official Form 204**
**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**
12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

|   | Name of creditor and complete mailing address, including zip code               | Name, telephone number and email address of creditor contact  | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|---|---|---|---|--|--|---|-----------------|
|   |   |   |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 1 | UNFI<br>1 ALBION ROAD, STE 101<br>LINCOLN, RI 02865                             | UNFI<br>CHRISTOPHER DIBELLO<br>PHONE: 401-528-8634 ext. 31180<br>EMAIL: cdibello@unfi.com   | TRADE   | N/A  |  |   | \$9,597,958     |
| 2 | INLAND SEAFOOD<br>PO BOX 450669<br>ATLANTA, GA 31145                            | INLAND SEAFOOD<br>DALE BORNE<br>PHONE: 404-350-5850 ext. 4578<br>EMAIL: dale.borne@inlandseafood.com;<br>carter.ball@inlandseafood.com                        | TRADE   | N/A  |  |   | \$6,202,266     |
| 3 | ALBERT'S<br>PO BOX 877<br>SWEDESBORO, NJ 08085                                  | ALBERT'S<br>CHRISTOPHER DIBELLO<br>PHONE: 401-528-8634 ext. 31180<br>EMAIL: cdibello@unfi.com   | TRADE   | N/A  |  |   | \$5,892,652     |
| 4 | CROSSET COMPANY,<br>CINCINNATI<br>PO BOX 932305<br>CLEVELAND, OH 44193          | CROSSET COMPANY<br>GREG KURKJIAN<br>PHONE: 800-347-4902<br>EMAIL: tslaughter@castellinicompany.com;<br>mslaylor@crosset.com;<br>crossetaccounting@crosset.com | TRADE   | N/A  |  |   | \$5,253,567     |
| 5 | GOURMET FOODS<br>INTERNATIONAL<br>29205 NETWORK PLACE<br>CHICAGO, IL 60673      | GOURMET FOODS INTERNATIONAL<br>CHRISTOPHER EASTWOOD<br>PHONE: 404-688-1315 ext. 3047<br>EMAIL: ceastwood@gfifoods;<br>jfooster@gfifoods                       | TRADE   | N/A  |  |   | \$2,328,328     |
| 6 | SOUTHEASTERN PRODUCTS<br>INC.<br>145 SOUTHCHASE BLVD.<br>FOUNTAIN INN, SC 29644 | SOUTHEASTERN PRODUCTS INC.<br>COLLEEN TEODOSIO<br>PHONE: 864-233-9023<br>EMAIL: cteodosio@seretail.com  | TRADE   | N/A  |  |   | \$1,023,672     |
| 7 | FIRST SOURCE, LLC<br>3612 LA GRANGE PARKWAY<br>TOANO, VA 23168                  | FIRST SOURCE, LLC<br>CATHALENE WORELDS<br>PHONE: 757-566-5360<br>EMAIL: cathalene.worelds@first-source.com;<br>amandajo.fuccella@first-source.com             | TRADE   | N/A  |  |   | \$957,258       |
| 8 | BUNZL DISTRIBUTION<br>SOUTHEAST, LLC<br>PO BOX 402337<br>ATLANTA, GA 30384      | BUNZL DISTRIBUTION SOUTHEAST,<br>LLC<br>BRIAN BARRETT<br>PHONE: 336-665-1500<br>EMAIL: brian.barrett@bunzlusa.com;<br>karen.martin@bunzlusa.com               | TRADE   | N/A  |  |   | \$822,747       |

Debtor

Case number (if known)

Name

|    | Name of creditor and complete mailing address, including zip code  | Name, telephone number and email address of creditor contact   | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|--|--|---|--|--|---|-----------------|
|    |  |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 9  | ST. JOHNS PARKWAY LAND TRUST<br>120 SHOPS BLVD<br>JACKSONVILLE, FL 32216                                   | ST. JOHNS PARKWAY LAND TRUST<br>JIM MCCARTHY<br>904-479-1967<br>EMAIL: info@nflit.org  | TRADE   | N/A  |  |   | \$765,944       |
| 10 | HISSHO SUSHI<br>LWIN FAMILY CO DBA HISSHO SUSHI LOCKBOX, DEPT 223<br>PO BOX 4458<br>HOUSTON, TX 77210-4458 | HISSHO SUSHI<br>DANIEL RUTHERFORD<br>PHONE: 704-926-2200<br>EMAIL: danielrutherford@hishshosushi.com   | TRADE   | N/A  |  |   | \$687,625       |
| 11 | STORES CONSULTING GROUP<br>JAMES SWEENEY<br>106 BOUND BROOK AVE.<br>PISCATAWAY, NJ 08854                   | STORES CONSULTING GROUP<br>JAMES SWEENEY<br>EMAIL: rmarino@storesconsulting.com;<br>jsweeney@storesconsulting.com  | PROFESSIONAL SERVICES   | N/A  |  |   | \$665,561       |
| 12 | AMEX<br>PO BOX 981535<br>EL PASO, TX 79998   | AMEX<br>PHONE: CELIA COULOMBE<br>800-528-2122<br>EMAIL: celia.coulombe@aexp.com  | TRADE   | N/A  |  |   | \$644,711       |
| 13 | ZERO ZONE<br>BOX 78067<br>MILWAUKEE, WI 52378  | ZERO ZONE<br>JOHN DUIMSTRA<br>PHONE: 262-392-6400<br>EMAIL: john.duimstra@zero-zone.com  | TRADE   | N/A  |  |   | \$576,054       |
| 14 | HOMESTEAD CREAMERY, INC.<br>PO BOX 506<br>WIRTZ, VA 24184  | HOMESTEAD CREAMERY, INC.<br>MIKE GRISETTI<br>PHONE: 540-721-5808<br>EMAIL: homesteadcreamery@juno.com;<br>donna@homesteadcreameryinc.com                         | TRADE   | N/A  |  |   | \$556,788       |
| 15 | CWB HOLDINGS, INC.<br>1720 S. BELLAIR ST., #600<br>DENVER, CO 80222  | CWB HOLDINGS, INC.<br>DARRIN WALVOORD<br>PHONE: 720-439-6940<br>EMAIL: Darrin.walvoord@charlottesweb.com   | TRADE   | N/A  |  |   | \$424,504       |
| 16 | HUSSMAN CORPORATION<br>26372 NETWORK PLACE<br>CHICAGO, IL 60673  | HUSSMAN CORPORATION<br>TINA O'DONNELL<br>PHONE: 704-821-7586<br>EMAIL: tina.odonnell@hussmann.com  | TRADE   | N/A  |  |   | \$356,735       |
| 17 | GARDEN OF LIFE, INC.<br>4200 NORTHCORP PARKWAY,<br>SUITE 200<br>PALM BEACH GARDENS, FL 33410               | GARDEN OF LIFE, INC.<br>ERIK SCHMITT<br>PHONE: 800-622-8986<br>EMAIL: keyaccounts@gardenoflife.com;<br>cnunez@gardenoflife.com                                   | TRADE   | N/A  |  |   | \$350,922       |
| 18 | PIEDMONT GRAPHICS<br>PO BOX 4509<br>GREENSBORO, NC 27404-4509  | PIEDMONT GRAPHICS<br>ANGIE MELTON<br>PHONE: 336-230-0040<br>EMAIL: wmcdearmon@piemontgraphics.com;<br>amelton@piemontgraphics.com;<br>thayes@piemontgraphics.com | TRADE   | N/A  |  |   | \$295,306       |
| 19 | NUTRACEUTICAL CORPORATION<br>ATTN: ACCOUNTS RECEIVABLE<br>PO BOX 12850<br>OGDEN, UT 84412                  | NUTRACEUTICAL CORPORATION<br>KARA MITCHELL<br>PHONE: 800-669-8877<br>EMAIL: keyaccount@nutracorp.com;<br>credits@nutracorp.com;<br>kara.mitchell@nutracorp.com   | TRADE   | N/A  |  |   | \$267,772       |
| 20 | ONESOURCE MAGAZINE DIST., LLC<br>401 E. 124TH AVE.<br>THORNTON, CO 80241                                   | ONESOURCE MAGAZINE DIST., LLC<br>THOMAS TARBERT<br>PHONE: 800-541-5542<br>EMAIL: danw@onesourcedist.com;<br>iselad@onesourcedist.com                             | TRADE   | N/A  |  |   | \$235,552       |
| 21 | INSTACART<br>50 BEALE STREET, SUITE 600<br>SAN FRANCISCO, CA 94105   | INSTACART<br>SAGAR SANGHVI<br>888-246-7822<br>EMAIL: ar@instacart.com  | TRADE   | N/A  |  |   | \$216,188       |

Debtor

Case number (if known)

Name

|    | Name of creditor and complete mailing address, including zip code  | Name, telephone number and email address of creditor contact   | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|--|--|---|--|--|---|-----------------|
|    |  |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 22 | FRONTIER NATURAL PRODUCTS<br>3021 78TH STREET<br>NORWAY, IA 52318  | FRONTIER NATURAL PRODUCTS<br>MOLLY TRIMBLE<br>PHONE: 800-669-3275<br>EMAIL: orders@frontiercoop.com;<br>accountsreceivable@frontiercoop.com;<br>molly.trimble@frontiercoop.com | TRADE   | N/A  |  |   | \$202,599       |
| 23 | PANGAEA-CDS, INC.<br>1411 W. 190TH STREET,<br>SUITE 675<br>GARDENA, CA 90248                                       | PANGAEA-CDS, INC.<br>LUNDY SMITH<br>PHONE: 310-626-4208<br>EMAIL: sedelman@pangaea-cds.com   | TRADE   | N/A  |  |   | \$195,860       |
| 24 | ADPLEX, INC.<br>490 GALLIMORE DAIRY ROAD<br>SUITE 104<br>GREENSBORO, NC 27409                                      | ADPLEX, INC.<br>KEN SCHWERTNER<br>PHONE: 281-821-5522<br>EMAIL: kschwertner@adplex.com   | TRADE   | N/A  |  |   | \$194,727       |
| 25 | NATIONAL WATER SERVICES<br>PO BOX 29387<br>SANTA FE, NM 87592  | NATIONAL WATER SERVICES<br>RAMON LOVATO<br>PHONE: 505-471-5200<br>EMAIL: accounting@freshpure.com  | TRADE   | N/A  |  |   | \$193,837       |
| 26 | HUBERT COMPANY<br>25401 NETWORK PLACE<br>CHICAGO, IL 60673   | HUBERT COMPANY<br>MARK RUDY<br>PHONE: 800-543-7374<br>EMAIL: kshires@hubert.com  | TRADE   | N/A  |  |   | \$193,262       |
| 27 | BREIT MP EP II LLC<br>PO BOX 27627<br>SAN DIEGO, CA 92198-1627   | BREIT MP EP II LLC<br>858-613-1800<br>EMAIL: pattyr@starpoinproperties.com   | TRADE   | N/A  |  |   | \$179,830       |
| 28 | GEMINI PLACE TOWNE<br>CENTER LLC<br>C/O COLLIERS<br>INTERNATIONAL<br>8800 LYRA DR #650<br>FAIRFIELD, OH 45018-1300 | GEMINI PLACE TOWNE CENTER LLC<br>ASHLEY SEASLY<br>PHONE: 614-436-9800<br>EMAIL: ashley.seasly@colliers.com;<br>keith.shoup@colliers.com;<br>candace.vradenburg@colliers.com    | TRADE   | N/A  |  |   | \$173,885       |
| 29 | GAIA HERBS, INC.<br>PO BOX 639306<br>CINCINNATI, OH 45263-9306   | GAIA HERBS, INC.<br>ANGELA MCELWEE<br>PHONE: 800-831-7780 ext. 5916<br>EMAIL: cs@gaiaherbs.com;<br>maz@gaiaherbs.com   | TRADE   | N/A  |  |   | \$170,728       |
| 30 | PAUL WEISS RIFKIND<br>WHARTON & GARRISON LLP<br>1285 6TH AVE.<br>NEW YORK, NY 10019-6064                           | PAUL WEISS RIFKIND WHARTON &<br>GARRISON LLP<br>ALICE EATON<br>PHONE: 212-373-3570<br>EMAIL: aeaton@paulweiss.com;<br>blavin@paulweiss.com                                     | PROFESSIONAL<br>SERVICE   | N/A  |  |   | \$170,558       |

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

EARTH FARE, INC., *et al.*,<sup>1</sup>

Debtors.

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Chapter 11

Case No. 20-\_\_\_\_\_( )

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT  
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT  
TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Earth Fare, Inc. (“**Earth Fare**”) and EF Investment Holdings, Inc. (each a “**Debtor**” and, collectively, the “**Debtors**”) hereby state as follows:

1. A list of Debtor EF Investment Holdings, Inc.’s equity interest holders, their addresses, and the nature of their equity interests is attached hereto as Exhibit 1.
2. Debtor EF Investment Holdings, Inc., whose address is 220 Continuum Drive, Fletcher, North Carolina 28732, is the sole shareholder of Debtor Earth Fare, Inc.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

**EXHIBIT 1**

| <b>Name</b>                                  | <b>Address</b>   | <b>Nature of Equity Interests</b> | <b>Ownership Percentage</b> |
|--|--|-----------------------------------|-----------------------------|
| Oak Hill Capital Partners III, LP            | 201 Main Street, Suite 3100<br>Fort Worth, TX 76102                        | Preferred and Common              | 72.11%                      |
| MCP Heirloom LLC                             | 116 Huntington Avenue, 9th Floor<br>Boston, MA 02116                       | Preferred and Common              | 18.76%                      |
| Oak Hill Capital Management Partners III, LP | One Stamford Plaza<br>263 Tresser Blvd. - 15th Floor<br>Stamford, CT 06901 | Preferred and Common              | 2.37%                       |
| EF Investment Holdings, Inc.                 | 220 Continuum Drive<br>Fletcher, NC 28732                                  | Repurchased Shares/Treasury Stock | 1.48%                       |
| Alan Lacy                                    | 2507 16th Avenue<br>Carmel, CA 93923                                       | Common                            | 0.35%                       |
| David Jones                                  | 1250 Waggle Way<br>Naples, FL 34108  | Common                            | 0.26%                       |
| Michael Cianciarulo                          | 720 Overlook Dr<br>Flat Rock, NC 28731                                     | Common                            | 0.17%                       |
| Roy David Bowles                             | 11 Bainbridge Court<br>Arden, NC 28704                                     | Common                            | 0.05%                       |
| Mindy Harvey                                 | 106 Panther Path Dr,<br>Hendersonville, NC 28792                           | Common                            | 0.05%                       |
| John C. Brouillard                           | PO Box 412<br>West Hyannisport, MA 02672                                   | Common                            | 0.03%                       |
| Bonnie Cathey                                | 821 Sand Hill Rd.<br>Asheville, NC 28806                                   | Common                            | 0.03%                       |
| Thomas Matthew Bahl                          | 552 S Dolimah Ave, Apt 22104,<br>Bloomington, IN 47403                     | Common                            | 0.02%                       |
| Russell Oakland Friend                       | 2425 AL Hwy 117<br>Mentone, AL 35984                                       | Common                            | 0.02%                       |
| Robert Wayne Hurst                           | 135 Deerfield Court<br>Lenoir City, TN 37772                               | Common                            | 0.02%                       |
| Garris W. Matthews                           | 18628 Red Oak Drive<br>Prairieville, LA 70769                              | Common                            | 0.02%                       |

|                          |  |        |       |
|--------------------------|--|--------|-------|
| Jim O'Connor             | 1000 Sheridan Road<br>Evanston, IL 60602           | Common | 0.02% |
| Eric Richbourg           | 141 Linden Ave,<br>Asheville, NC 28801             | Common | 0.02% |
| James Saldutti           | P.O. Box 704,<br>Etowah, NC 28729                  | Common | 0.02% |
| William M. Sutara        | 50 Clear Creekside Dr<br>Hendersonville,NC 28792   | Common | 0.02% |
| Susan C. Murphy          | 2199 Sunset Circle<br>Largo, FL 33774              | Common | 0.01% |
| John Carmichael          | 452 Harley Perry Rd<br>Zionville, NC 28698         | Common | 0.01% |
| Karen Lewis              | 12 Harbor Lane<br>Asheville, NC 28803              | Common | 0.01% |
| Paul Cassara             | 10 Snypes Lane<br>Black Mountain, NC 28711         | Common | 0.01% |
| David Franklin           | 106 Annawan Road<br>Waban,MA 02468                 | Common | 0.01% |
| Jennifer McCoy           | 113 Meadow Run<br>Asheville, NC 28806              | Common | 0.01% |
| Justin Layne Anders      | 1 Turkey Toe Lane<br>Arden, NC 28704               | Common | 0.01% |
| Phillip Bowles           | 1280 Yellow Springs Drive<br>Indian Land, SC 29707 | Common | 0.01% |
| Christopher Loren Hinson | 5904 Carriage Oaks Dr<br>Charlotte, NC 28262       | Common | 0.01% |
| Stanley Duchesne         | 223 Castleton Ln<br>Hendersonville,NC 28791        | Common | 0.01% |
| Leonard G. Jones         | 1124 Rustic Ridge Ct<br>Auburn, AL 36830           | Common | 0.01% |
| Dennis Partain           | 4420 Branch Wood Dr<br>Martinez, GA 30907-1304     | Common | 0.01% |
| Tom Medvitz              | 159 Morewood Ave<br>Pittsburgh, PA 15213           | Common | 0.01% |



|                      |   |        |       |
|----------------------|---|--------|-------|
| Kristi Kanzig        | 9610 Mitchell Glen Drive<br>Charlotte, NC 28277   | Common | 0.01% |
| Audrie Blomquist     | 35 Blanton Street<br>Asheville, NC 28801          | Common | 0.01% |
| Charles Fields       | 1785 Hunters Trail<br>Rock Hill, SC 29732         | Common | 0.01% |
| Kristopher Rogers    | 23348 Frank St.<br>Athens, AL 35613               | Common | 0.01% |
| Jennifer Dotson      | 222 Forest Hill Road<br>Asheville, NC 28803       | Common | 0.01% |
| Mark Albert Osborne  | 2353 English Turn Drive<br>Grove City, OH 43123   | Common | 0.01% |
| Raymond Thompson     | 175 W 60th Street, Apt 29D<br>New York, NY 10023  | Common | 0.01% |
| Tyler James Dean     | 107 Oscar Lane<br>Cary, NC 27513                  | Common | 0.01% |
| Courtenay H. Tyler   | 303 Old Lynchburg Rd<br>Charlottesville, VA 22903 | Common | 0.01% |
| Henry Francis Kugler | 3054 Oakhaven Rd<br>Columbia, SC 29204            | Common | 0.01% |
| Dan H. Woodby        | 10549 Dry Valley Rd.<br>Loudon, TN 37774          | Common | 0.01% |
| Brandon Tilley       | 13 Browndale Rd<br>Asheville, NC 28805            | Common | 0.01% |

| Options Ownership (Not Exercised) |   |               |
|-----------------------------------|---|---------------|
| Name                              | Address                                       | Options Owned |
| Frank Scorpiniti                  | 56 Stamford #105<br>Asheville, NC 28803       | 337,642       |
| Scott Little                      | 2401 Legacy Oaks Place<br>Asheville, NC 28803 | 155,280       |

|                           |   |        |
|---------------------------|---|--------|
| Paul Dale                 | 23 Quail Hollow<br>Kitchener, Ontario N2P 2A8                 | 50,000 |
| Michael Savage            | 471 Barrington Drive<br>Asheville, NC 28803                   | 30,000 |
| Bethany Turon             | 410 Sand Meadow Ct.<br>Fletcher, NC 28732                     | 15,000 |
| David Jones               | 1250 Waggle Way<br>Naples, FL 34108                           | 90,000 |
| Jack Brouillard           | PO Box 412<br>West Hyannisport, MA 02672-0412                 | 11,285 |
| Jackman Reinvention, Inc. | 345 Adelaide Street West, Ste 100<br>Toronto, Ontario M5V 1R5 | 52,760 |
| David Mock (Jackman)      | 345 Adelaide Street West, Ste 100<br>Toronto, Ontario M5V 1R5 | 10,000 |
| Rich Ramey                | 301 Aleutian Way<br>Fountain Inn, SC 29644                    | 300    |
| Michael Lappin            | 56 Woodlawn Ave<br>Asheville, NC 28801                        | 3,762  |
| Ronni Fridman             | 7209 Piper Point Lane<br>Charlotte, NC 28277                  | 9,600  |
| Scott McDonald            | 45 Still Water Lane<br>Fletcher, NC 28732                     | 600    |
| Russell Friend            | 2425 AL Hwy 117<br>Mentone, AL 35984                          | 8,724  |
| Steven Jarvis             | 25 King Heights Dr.<br>Fletcher, NC 28732                     | 32,570 |
| Mindy Harvey              | 106 Panther Path Dr<br>Hendersonville, NC 28792               | 55,140 |
| Eric Richbourg            | 141 Linden Ave<br>Asheville, NC 28801                         | 22,570 |
| Maria DiLalla             | 12 Park Avenue<br>Asheville, NC 28803                         | 16,285 |
| Becky Wright              | 749 Wickhams Fancy Dr<br>Candler, NC 28715                    | 5,000  |

|                    |  |        |
|--------------------|--|--------|
| Karen Lewis        | 12 Harbor Lane<br>Asheville, NC 28803                | 11,285 |
| Derek Hall         | 2012 Wright Ave.<br>Greensboro, NC 27403             | 11,285 |
| Jennifer Shreffler | 70 South Fair Oaks Drive<br>Hendersonville, NC 28791 | 5,000  |
| Paul McLean        | 25 King Heights Dr.<br>Fletcher, NC 28732            | 5,000  |
| Jeff Goetz         | 11418 Green Street.<br>Carmel, IN 46033              | 1,500  |
| James Saldutti     | P.O. Box 704<br>Etowah, NC 28729                     | 5,000  |
| Leanne Moseley     | 131 Rockingham Rd<br>Jupiter, FL 33458               | 5,000  |